

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

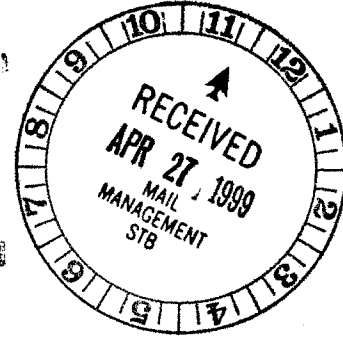
April 20, 1999

RECORDATION NO.

FILED

APR 26 '99

11-15 AM



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of Memorandum of Lease Agreement for Schedule No. 2 dated as of April 3, 1999, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of August 31, 1997 which was duly filed and recorded on March 22, 1999 and assigned Recordation Number 22081.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Fabricated Metals
2401 Merced Street
San Leandro, CA 94577

A description of the railroad equipment covered by the enclosed document is:

Two 60-foot 100-ton flatcars marked and numbered as follows:

CCKX 714
CCKX 715

Mr. Vernon A. Williams

April 20, 1999

Page 2

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

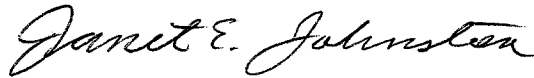
A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement for Schedule No. 2 dated as of April 3, 1999 to Lease Agreement dated as of August 31, 1997 between Greenbrier Railcar, Inc., Lessor, and Fabricated Metals, Inc., Lessee, covering two 60-foot 100-ton flatcars marked and numbered as follows:

CCKX 714

CCKX 715

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

RECORDATION NO.

FILED

APR 26 '99

11-15AM

22081-A

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

FABRICATED METALS, INC. ("LESSEE")

AUGUST 31, 1997

SCHEDULE NO. 2

APRIL 3, 1999

APR 26 '99

11-15AM

Memorandum of a Lease Agreement made and entered into as of August 31, 1997 and Schedule No. 2 thereto dated as of April 3, 1999 by and between GREENBRIER RAILCAR, INC., a Delaware corporation, ("Lessor") and FABRICATED METALS, INC., a California corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two (2) 60-foot 100-ton flatcars bearing marks and numbers as follows:

CCKX 714

CCKX 715

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norris M. WebbTitle: Vice President

LESSEE: FABRICATED METALS, INC.

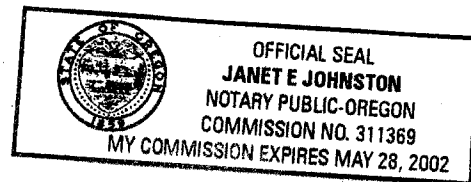
By: Robert E. StomanTitle: Pres.

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 19th day of April, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

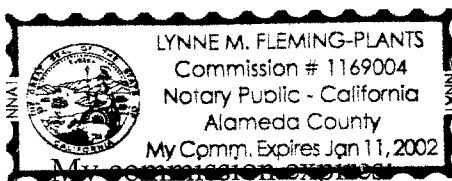
Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF California)
) ss.
COUNTY OF Alameda)

On this 2nd day of April, 1999, before me personally appeared C.B. Coleman, to me personally known, who being by me duly sworn, says that he is the President of FABRICATED METALS, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Lynne M. Fleming-Plants
NOTARY PUBLIC